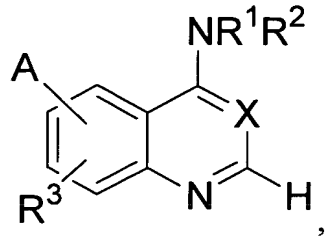
WE CLAIM:

1. A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound comprising Formula **I**:



wherein an A group is bonded to at least one of the carbons at the 5, 6, 7 or 8 position of the bicyclic ring, and the ring is substituted by up to three independent R^3 groups;

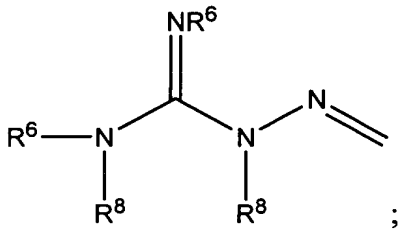
X is N, CH, CF or C-CN;

R^1 is a substituted or unsubstituted, monocyclic or bicyclic, aryl or heteroaryl moiety;

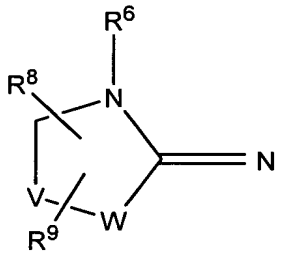
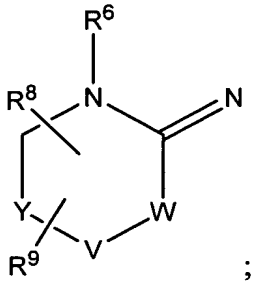
R^2 is H or a substituted or unsubstituted C_{1-8} alkyl;

R^3 is hydrogen, halogen, cyano, nitro, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, $-NR^4SO_2R^5$ $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)R^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R^3 is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, $-NR^4SO_2R^5$, $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)CR^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-NR^4C(NCN)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

A is Q or $-(U)_nZ$, where

Q is  ;

n is 0 or 1, and U is C_1-C_4 alkyl, C_2-C_4 alkenyl or C_2-C_4 alkynyl; where each alkyl, alkenyl or alkynyl is optionally substituted with up to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, $-NR^4SO_2R^5$, $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)CR^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-NR^4C(NCN)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

Z is  or  ;

where W, V and Y are selected independently from CR^7R^8, CR^8R^9, O, NR^6, S, SO, SO_2, provided

if W is O, NR^6, S, SO, SO_2, then V is CR^8R^9,

if V is O, NR^6, S, SO, SO_2, then W and Y are each CR^8R^9, and

if Y is O, NR^6, S, SO, SO_2, then V is CR^8R^9;

Z includes one or more R^8 or R^9 groups, wherein said R^8 and R^9 groups may be bonded to the same or different atoms;

R^4 is H or C_{1-6} alkyl;

R^5 is trifluoromethyl, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl, heterocyclyl and heterocyclylalkyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR^6,

NR^4R^6, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

R^6, R^8 and R^9 are independently selected from hydrogen, trifluoromethyl, C_1-C_{10} alkyl, $(CH_2)_{0-4}C_3$-C_{10} cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl and heterocyclyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR^6, NR^6R^8, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided if R^6 is directly bonded to Z, then R^6 is not hydrogen;

R^7 is hydrogen, halogen, cyano, nitro, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, $-NR^4SO_2R^5$ $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)R^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R^3 is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, $-NR^4SO_2R^5$, $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)CR^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-NR^4C(NCN)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

an R^4 group and an R^6 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R^6 group and an R^8 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be

optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R^7 group and an R^8 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms; and

an R^8 group and an R^9 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

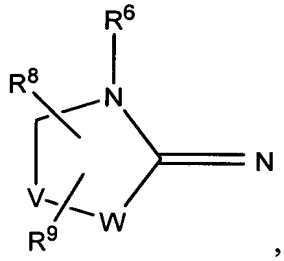
2. The compound of claim 1, wherein R^2 is a C_{1-8} alkyl having a terminal carbon atom bound to one of the ring atoms of R^1.

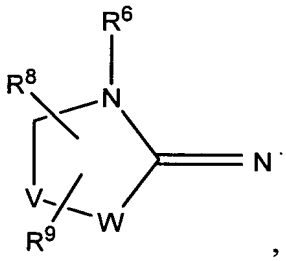
3. The compound of claim 1, wherein an A group is bonded to at least one of the carbons at the 6 or 7 position of the bicyclic ring.

4. The compound of claim 1, wherein R^2 is hydrogen, R^3 is hydrogen or OR^6, and X is N or C-CN.

5. The compound of claim 3, wherein R^3 is hydrogen or OR^6, n is 0, and X is N or C-CN.

6. The compound of claim 1, wherein R^2 is hydrogen.

7. The compound of claim 1, wherein Z is  , W is O and X is CR^8R^9.

8. The compound of claim 5, wherein Z is  , W is O and X is CR^8R^9.

9. The compound of claim 1, wherein the R^4 group and the R^6 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

10. The compound of claim 1, wherein the R^6 group and the R^8 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

11. The compound of claim 1, wherein the R^7 group and the R^8 group are independently joined to complete a 3 to 10 membered cyclic ring optionally

containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms

12. The compound of claim 1, wherein the R^8 group and the R^9 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

13. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 1 to said mammal.

14. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 2 to said mammal.

15. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 3 to said mammal.

16. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 4 to said mammal.

17. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 5 to said mammal.

18. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 6 to said mammal.

19. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 7 to said mammal.

20. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 8 to said mammal.

21. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 9 to said mammal.

22. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 10 to said mammal.

23. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 11 to said mammal.

24. A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 12 to said mammal.